

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	<b>Chapter 11</b>
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Lehman Brothers Holdings, Inc., <i>et al.</i> ,	:	<b>Case No. 08-13555 (JMP)</b>
	:	
Debtors.	:	<b>Jointly Administered</b>
-----X	:	
	:	
SECURITIES INVESTOR PROTECTION	:	
CORPORATION,	:	
	:	
Plaintiff-Applicant,	:	<b>Adv. Proc. No. 08-01420</b>
	:	
v.	:	<b>SIPA Liquidation Proceeding</b>
	:	
Lehman Brothers, Inc.	:	
	:	
Defendant.	:	
-----X	:	

**ORDER GRANTNG MOTION FOR RELIEF  
FROM AUTOMATIC STAY TO TERMINATE MANAGEMENT  
AGREEMENT AND FOR ALLOWANCE AND PAYMENT OF  
ADMINISTRATIVE EXPENSE CLAIM**

On November 5, 2008 the Court conducted a hearing on Cargill Investment Group, Ltd.'s ("CIG") Motion for Relief from Automatic Stay to Terminate Management Agreement and for Allowance and Payment of Administrative Expense Claim. After considering the Motion, the Declaration of Linda Cargill and the exhibits appended thereto submitted in support of the Motion, any objections or responses filed to the Motion and the arguments and representations of counsel at the hearing on the Motion; and it appearing that due and appropriate notice of the Motion has been given and no further notice need be given; and good and sufficient cause appearing, the Court is of the opinion that the relief requested in the Motion should be granted.

IT IS HEREBY ORDERED THAT:

1. The Motion is granted.
2. Pursuant to Section 362(d)(1) of the Bankruptcy Code, the automatic stay in effect in the Debtors' bankruptcy cases and Lehman Brothers Inc.'s ("LBI") Securities Investor Protection Act proceeding is hereby modified to permit CIG to carry out the procedures set forth in Section 4(c) of the Second Management Agreement between CIG and LBI to terminate the Second Management Agreement in accordance with its terms.
3. The modification of the automatic stay granted by this Order shall take effect immediately upon entry of this Order and shall not be stayed by operation of Rule 4001(a)(3) of the Federal Rules of Bankruptcy Procedure.
4. CIG's claim in the amount of \$45,800 for services rendered under the Second Management Agreement from September 19, 2008 through September 30, 2008 is hereby allowed as a claim with administrative expense priority under Section 503(b)(1) of the Bankruptcy Code and James W. Giddens, Trustee for LBI, is directed to pay CIG \$45,800 from LBI's estate within 10 days of the date of entry of this order.

Dated: New York, New York  
November \_\_, 2008

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HONORABLE JAMES M. PECK  
UNITED STATES BANKRUPTCY JUDGE